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PROPOSED COUNSEL TO DEBTOR
STUDIO MOVIE GRILL HOLDINGS, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE: § § CASE NO. 20-32633-11
STUDIO MOVIE GRILL HOLDINGS, LLC, § §
DEBTOR. § § Chapter 11

IN RE: § § CASE NO. 20-32634-11
OHAM HOLDINGS, LLC, § §
DEBTOR. § § Chapter 11

IN RE: § § CASE NO. 20-32646-11
MOVIE GRILL CONCEPTS § §
TRADEMARK HOLDINGS, LLC, § §
DEBTOR. § § Chapter 11

IN RE: § § CASE NO. 20-32666-11
MOVIE GRILL CONCEPTS I, LTD., § §
DEBTOR. § § Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS III, LTD., §
DEBTOR. § CASE NO. 20-32637-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS IV, LTD., §
DEBTOR. § CASE NO. 20-32677-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS IX, LLC, §
DEBTOR. § CASE NO. 20-32670-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS VI, LTD., §
DEBTOR. § CASE NO. 20-32674-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS VII, LLC, §
DEBTOR. § CASE NO. 20-32650-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS X, LLC, §
DEBTOR. § CASE NO. 20-32659-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XI, LLC, §
DEBTOR. § CASE NO. 20-32669-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XII, LLC, §
DEBTOR. § CASE NO. 20-32651-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XIII, LLC, §
DEBTOR. § CASE NO. 20-32697-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XIV, LLC, §
DEBTOR. § CASE NO. 20-32680-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XIX, LLC, §
DEBTOR. § CASE NO. 20-32681-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XL, LLC, §
DEBTOR. § CASE NO. 20-32682-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XLI, LLC, §
DEBTOR. § CASE NO. 20-32700-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XLII, LLC, §
DEBTOR. § CASE NO. 20-32652-11
Chapter 11

IN RE: § **CASE NO. 20-32699-11**
MOVIE GRILL CONCEPTS XLV, LLC, §
§
§
DEBTOR. § **Chapter 11**

IN RE: § CASE NO. 20-32655-11
MOVIE GRILL CONCEPTS XV, LLC, §
DEBTOR. § Chapter 11

IN RE: § **CASE NO. 20-32656-11**
MOVIE GRILL CONCEPTS XVI, LLC, §
DEBTOR § **Chapter 11**

IN RE: **MOVIE GRILL CONCEPTS XVIII, LLC,** **DEBTOR** **§** **§** **§** **§** **§** **CASE NO. 20-32657-11** **Chapter 11**

IN RE: §
MOVIE GRILL CONCEPTS XX, LLC, §
DEBTOR. § CASE NO. 20-32694-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XXI, LLC, §
DEBTOR. § CASE NO. 20-32648-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XXII, LLC, §
DEBTOR. § CASE NO. 20-32673-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XXIV, LLC, §
DEBTOR. § CASE NO. 20-32658-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XXIX, LLC, §
DEBTOR. § CASE NO. 20-32690-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XXV, LLC, §
DEBTOR. § CASE NO. 20-32687-11
Chapter 11

IN RE: §
MOVIE GRILL CONCEPTS XXVI, LLC, §
DEBTOR. § CASE NO. 20-32689-11
Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS XXVII, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS XXVIII, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS XXX, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS XXXI, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS XXXII, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS XXXIII, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS XXXIV, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS XXXIX, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS XXXV, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS XXXVI, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS XXXVII, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS XXXVIII, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS XXIII, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
STUDIO CLUB, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § CASE NO. 20-32665-11
STUDIO CLUB IV, LLC, §
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§
§
DEBTOR. § Chapter 11

IN RE: § **CASE NO. 20-32669-11**
MOVIE GRILL CONCEPTS XI, LLC, §§
DEBTOR. §§ **Chapter 11**

IN RE: § CASE NO. 20-32700-11
MOVIE GRILL CONCEPTS XLI, LLC, §
§
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DEBTOR. § Chapter 11

IN RE: § CASE NO. 20-32654-11
MOVIE GRILL CONCEPTS XLVI, LLC, §
DEBTOR. § Chapter 11

IN RE: § **CASE NO. 20-32684-11**
MOVIE GRILL CONCEPTS XLVII, LLC, §
DEBTOR § **Chapter 11**

IN RE: **MOVIE GRILL CONCEPTS XLIX, LLC,** **DEBTOR** **§** **§** **§** **§** **§** **CASE NO. 20-32671-11** **Chapter 11**

IN RE: § § §
MOVIE GRILL CONCEPTS L, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS LI, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS LII, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS LIII, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS LIV, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL CONCEPTS LV, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § §
MOVIE GRILL PARTNERS 3, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § § CASE NO. 20-32642-11
MOVIE GRILL PARTNERS 4, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § § CASE NO. 20-32635-11
MOVIE GRILL PARTNERS 6, LLC, § § §
DEBTOR. § § § Chapter 11

IN RE: § § § CASE NO. 20-32647-11
MGC MANAGEMENT I, LLC, § § §
DEBTOR. § § § Chapter 11

**DEBTORS' EMERGENCY MOTION FOR ENTRY OF ORDER AUTHORIZING
JOINT ADMINISTRATION OF CHAPTER 11 CASES PURSUANT TO
RULE 1015(b) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Studio Movie Grill Holdings, LLC and its debtor affiliates, as debtors and debtors-in-possession in the above-referenced Chapter 11 cases (collectively, the "Debtors"¹) hereby file this

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Studio Movie Grill Holdings, LLC (6546) ("SMG Holdings"); OHAM Holdings, LLC (0966); Movie Grill Concepts Trademark Holdings, LLC (3096); Movie Grill Concepts I, Ltd. (6645); Movie Grill Concepts III, Ltd. (2793); Movie Grill Concepts IV, Ltd. (1454); Movie Grill Concepts IX, LLC (3736); Movie Grill Concepts VI, Ltd. (6895); Movie Grill Concepts VII, LLC (2291); Movie Grill Concepts X, LLC (6906); Movie Grill Concepts XI, LLC (2837); Movie Grill Concepts XII, LLC (6040); Movie Grill Concepts XIII, LLC (5299); Movie Grill Concepts XIV, LLC (4709); Movie Grill Concepts XIX, LLC (9646); Movie Grill Concepts XI, LLC (4454); Movie Grill Concepts XLI, LLC (4624); Movie Grill Concepts XLII, LLC (2309); Movie Grill Concepts XLIII, LLC (9721); Movie Grill Concepts XLIV, LLC (8783); Movie Grill Concepts XLV, LLC (2570); Movie Grill Concepts XV, LLC (4939); Movie Grill Concepts XVI, LLC (1033); Movie Grill Concepts XVII, LLC (1733); Movie Grill Concepts XVIII, LLC (8322); Movie Grill Concepts XX, LLC (7300); Movie Grill Concepts XXI, LLC (1508); Movie Grill Concepts XXII, LLC (6748); Movie Grill Concepts XXIV, LLC (5114); Movie Grill Concepts XXIX, LLC (5857); Movie Grill Concepts XXV, LLC (4985); Movie Grill Concepts XXVI, LLC (5233); Movie Grill Concepts XXVII, LLC (4427); Movie Grill Concepts XXVIII, LLC (1554); Movie Grill Concepts XXX, LLC (1431); Movie Grill Concepts XXXI, LLC (3223); Movie Grill Concepts XXXII, LLC (0196); Movie Grill Concepts XXXIII, LLC (1505); Movie Grill Concepts XXXIV, LLC (9770); Movie Grill Concepts XXXIX, LLC (3605); Movie Grill Concepts XXXV, LLC (0571); Movie Grill Concepts XXXVI, LLC (6927); Movie Grill Concepts XXXVII, LLC (6401); Movie Grill Concepts XXXVIII, LLC (9657); Movie Grill Concepts XXIII, LLC (7893); Studio Club, LLC (3023); Studio Club IV, LLC (9440); Movie Grill Concepts XI, LLC (2837); Movie Grill Concepts XLI, LLC (4624); Movie Grill Concepts XLVI, LLC (2344); Movie Grill Concepts XLVII, LLC (5866); Movie Grill Concepts XLVIII, LLC (8601); Movie Grill Concepts XLIX, LLC (0537); Movie Grill Concepts L, LLC (5940); Movie Grill Concepts LI, LLC (7754); Movie Grill Concepts LII, LLC (8624); Movie Grill Concepts LIII, LLC (3066); Movie Grill Concepts LIV, LLC (2018); Movie Grill Concepts

Debtors' Emergency Motion for Entry of Order Authorizing Joint Administration of Chapter 11 Cases Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Motion”). In support of the Motion, the Debtors respectfully state as follows:

I.
JURISDICTION AND VENUE

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and venue is proper under 28 U.S.C. §§ 1408 and 1409. The statutory predicate for this Motion is Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 1015-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the “Local Rules”).

II.
BACKGROUND

2. On October 23, 2020 (the “Petition Date”), the Debtors each filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”), thereby initiating the above-captioned bankruptcy cases (the “Chapter 11 Cases”). The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

3. An official committee of unsecured creditors has yet to be appointed in these Chapter 11 Cases. Further, no trustee or examiner has been requested or appointed in these Chapter 11 Cases.

4. A detailed description of the Debtors and their businesses, and the facts and circumstances supporting the Motion and the Debtors’ Chapter 11 Cases are set forth in greater detail in the *Declaration of William Snyder, CRO of the Debtors, in Support of the Debtors’ Chapter 11 Petitions and First Day Motion* (the “Snyder Declaration”), which was filed on the Petition Date and is incorporated by reference in this Motion.

LV, LLC (4699); Movie Grill Partners 3, LLC (4200); Movie Grill Partners 4, LLC (1363); Movie Grill Partners 6, LLC (3334); and MGC Management I, LLC (3224).

III.
RELIEF REQUESTED & BASIS FOR RELIEF

5. Pursuant to Rule 1015(b) Bankruptcy Rules and Rule 1015-1 of the Local Rules, the Debtors request authorization to jointly administer the Chapter 11 Cases for procedural purposes only. A proposed form of order approving the relief requested herein is annexed hereto as **Exhibit “A”** (the “Proposed Order”).

6. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” FED. R. BANK. P. 1015(b). The Debtors are “affiliates” as defined in Section 101(2) of the Bankruptcy Code, as Studio Movie Grill Holdings, LLC directly or indirectly owns and controls one-hundred (100%) percent of the equity interest of all the other Debtors and OHAM Holdings, LLC owns one-hundred (100%) percent of the equity interest in Studio Movie Grill Holdings, LLC. Accordingly, this Court is authorized to consolidate these cases for procedural purposes.

7. In addition, Rule 1015-1 of the Local Rules provides in pertinent part as follows:

“When a case is filed for or against a debtor related to a debtor with a case pending in the Bankruptcy Court, a party in interest may file a motion for joint administration in each case.” N.D. Tex. L.B.R. 1015-1.

8. Because joint administration of these cases will remove the need to prepare, replicate, file, and serve duplicative notices, applications and orders, the Debtors and their estates will save substantial time and expense. Further, joint administration will relieve the Court of entering duplicative orders and maintaining duplicative files and dockets. The United States Trustee for the Northern District of Texas (the “U.S. Trustee”) and other parties in interest will similarly benefit from joint administration of these Chapter 11 Cases by sparing them the time and effort of reviewing duplicative pleadings and papers.

9. Joint administration will not adversely affect creditors’ rights because this Motion

requests only the administrative consolidation of the estates. This Motion does not seek substantive consolidation. As such, each creditor may still file its claim against a particular estate.

10. The Debtors request that all orders, pleadings, papers and documents, except proofs of claim, lists, schedules, statements, and monthly operating reports, shall be filed and docketed in the case number assigned to Studio Movie Grill Holdings, LLC (the “Lead Case”), bearing the caption as shown in **Exhibit “A”** to the Proposed Order. All proofs of claim shall be filed and docketed under the case number representing the estate in which the claim is made, and a creditor of more than one estate shall file and docket a proof of claim in each case to which a claim may be made, and only in the amount which the creditor may make a claim from that estate.

11. The Debtors also seek the Court’s instruction that a notation be entered on the docket in each of the Debtors’ Chapter 11 Cases to reflect the joint administration of these cases.

12. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors and should be granted in all respects.

13. Courts in this jurisdiction have approved relief similar to the relief requested in this motion. *See, e.g., In re Tuesday Morning Corporation*, Case No. 20-31476 (HDH) (Bankr. N.D. Tex. May 28, 2020) (Docket No. 66); *In re Diamondback Industries, Inc.*, Case No. 20-41504 (ELM) (Bankr. N.D. Tex. April 28, 2020) (Docket No. 41); *In re The LaSalle Group, Inc.*, Case No. 19-31484 (SGJ) (Bankr. N.D. Tex. May 7, 2019) (Docket No. 35); *In re PHI, Inc.*, Case No. 19-30923 (HDH) (Bankr. N.D. Tex. Mar 19, 2019) (Docket No. 57); *In re SAS Healthcare, Inc.*, Case No. 19-40401 (MXM) (Bankr. N.D. Tex. Feb. 6, 2019) (Docket No. 44); *In re Senior Care Centers, LLC*, Case No. 18-33967 (BJH) (Bankr. N.D. Tex. Dec. 7, 2018) (Docket No. 65); *In re Preferred Care, Inc.*, Case No. 17-44642 (MXM) (Bankr. N.D. Tex. Nov. 20, 2017) (Docket No. 89); and *In re Erickson Incorporated*, Case No. 16-34393 (HDH) (Bankr. N.D. Tex. Nov. 10, 2016) (Docket No. 39).

IV.
NOTICE

14. Notice of this Motion will be provided to: (i) the Office of the United States Trustee; (ii) the Debtors' secured creditors; (iii) any party whose interests are directly affected by this specific pleading; (iv) those persons who have formally appeared and requested notice and service in these proceedings pursuant to Bankruptcy Rules 2002 and 3017; (v) counsel for the proposed DIP Agent²; (vi) counsel for any official committees appointed by this Court; (vii) the consolidated list of the 30 largest unsecured creditors of the Debtors; and (viii) all governmental agencies having a regulatory or statutory interest in these cases (collectively, the "Notice Parties"). Based on the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no further notice is required.

WHEREFORE, the Debtors respectfully request that this Court enter an Order (a) Authorizing Joint Administration of Chapter 11 Cases Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure; and (b) awarding the Debtors such other and further relief as this Court may deem just and proper.

DATED: October 23, 2020

Respectfully submitted,

LAW OFFICES OF FRANK J. WRIGHT, PLLC

By: /s/ Frank J. Wright

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Jeffery M. Veteto
Texas Bar No. 24098548
Jay A. Ferguson
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² "DIP Agent" means Goldman Sachs Special Lending Group, L.P., in its capacity as administrative agent under that certain *Senior Secured Superpriority Debtor-in-Possession Financing Amendment* dated as of [October __], 2020, by and among, among others, the Debtors, the DIP Agent, and the lenders party thereto.

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**PROPOSED COUNSEL TO DEBTORS
AND DEBTORS-IN-POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served on the parties listed below, on all parties consenting to electronic service of this case *via* the Court's ECF system for the Northern District of Texas and *via* United States Mail, first class postage prepaid, on October 24, 2020 on the Debtor's Top Thirty (30) Largest Unsecured Creditors.

U.S. Trustee
1100 Commerce St.
Room 976
Dallas, Texas 75242

/s/ Frank J. Wright
Frank J. Wright

IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE: § CASE NO. 20-32633-11
§
STUDIO MOVIE GRILL HOLDINGS, LLC, § Chapter 11
et al.,1 §
DEBTOR. § Joint Administration Requested

1 The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Studio Movie Grill Holdings, LLC (6546) ("SMG Holdings"); OHAM Holdings, LLC (0966); Movie Grill Concepts Trademark Holdings, LLC (3096); Movie Grill Concepts I, Ltd. (6645); Movie Grill Concepts III, Ltd. (2793); Movie Grill Concepts IV, Ltd. (1454); Movie Grill Concepts IX, LLC (3736); Movie Grill Concepts VI, Ltd. (6895); Movie Grill Concepts VII, LLC (2291); Movie Grill Concepts X, LLC (6906); Movie Grill Concepts XI, LLC (2837); Movie Grill Concepts XII, LLC (6040); Movie Grill Concepts XIII, LLC (5299); Movie Grill Concepts XIV, LLC (4709); Movie Grill Concepts XIX, LLC (9646); Movie Grill Concepts XI, LLC (4454); Movie Grill Concepts XLI, LLC (4624); Movie Grill Concepts XLII, LLC (2309); Movie Grill Concepts XLIII, LLC (9721); Movie Grill Concepts XLIV, LLC (8783); Movie Grill Concepts XLV, LLC (2570); Movie Grill Concepts XV, LLC (4939); Movie Grill Concepts XVI, LLC (1033); Movie Grill Concepts XVII, LLC (1733); Movie Grill Concepts XVIII, LLC (8322); Movie Grill Concepts XX, LLC (7300); Movie Grill Concepts XXI, LLC (1508); Movie Grill Concepts XXII, LLC (6748); Movie Grill Concepts XXIV, LLC (5114); Movie Grill Concepts XXIX, LLC (5857); Movie Grill Concepts XXV, LLC (4985); Movie Grill Concepts XXVI, LLC (5233); Movie Grill Concepts XXVII, LLC (4427); Movie Grill Concepts XXVIII, LLC (1554); Movie Grill Concepts XXX, LLC (1431); Movie Grill Concepts XXXI, LLC (3223); Movie Grill Concepts XXXII, LLC (0196); Movie Grill Concepts XXXIII, LLC (1505); Movie Grill Concepts XXXIV, LLC (9770); Movie Grill Concepts XXXIX, LLC (3605); Movie Grill Concepts XXXV, LLC (0571); Movie Grill Concepts XXXVI, LLC (6927); Movie Grill Concepts XXXVII, LLC (6401); Movie Grill Concepts XXXVIII, LLC (9657); Movie Grill Concepts XXIII, LLC (7893); Studio Club, LLC (3023); Studio Club IV, LLC (9440); Movie Grill Concepts XI, LLC (2837); Movie Grill Concepts XLI, LLC (4624); Movie Grill Concepts XLVI, LLC (2344); Movie Grill Concepts XLVII, LLC (5866); Movie Grill Concepts XLVIII, LLC (8601); Movie Grill Concepts XLIX, LLC (0537); Movie Grill Concepts L, LLC (5940); Movie Grill Concepts LI, LLC (7754); Movie Grill Concepts LII, LLC (8624); Movie Grill Concepts LIII, LLC (3066); Movie Grill Concepts LIV, LLC (2018); Movie Grill Concepts LV, LLC (4699); Movie Grill Partners 3, LLC (4200); Movie Grill Partners 4, LLC (1363); Movie Grill Partners 6, LLC (3334); and MGC Management I, LLC (3224).

ORDER GRANTING JOINT ADMINISTRATION OF DEBTORS' CHAPTER 11 CASES

The Court, having considered the matter regarding the administration of the above captioned cases finds that: (1) this Court has jurisdiction over the subject matter pursuant to 28 U.S.C. §1334 and 157; (2) all parties-in-interest were provided adequate notice and opportunity for hearing; (3) joint administration of the Debtors' cases is appropriate pursuant to Rule 1015(b) and (c) of the Federal Rules of Bankruptcy Procedure; (4) an order of joint administration would serve judicial economy; and (5) it is in the best interests and without prejudice to the rights of the Debtors' estates, creditors, and other parties-in-interest.

IT IS ORDERED that:

1. the above captioned cases be and hereby are jointly administrated by this Court for procedural purposes only, and nothing contained in this Order shall be deemed or construed as directing a substantive consolidation of the above-captioned cases;
2. all orders, pleadings, papers and documents, except proofs of claim, lists, schedules, and statements, shall be filed and docketed in case number 20-32633-11 (the "Lead Case");
3. all proofs of claim, lists, schedules, and statements shall be filed and docketed under the case number representing the estate in which the claim, list, schedule, or statements is made, and unless otherwise ordered by the Court, a creditor of more than one estate shall file and docket a proof of claim in each case to which a claim may be made, and only in the amount which the creditor may make a claim from that estate;
4. all pleadings, papers, and documents, except proofs of claim, lists, schedules, and statements, filed in the jointly administered cases shall bear the caption of the jointly administered cases and shall be listed as shown in **Exhibit "A"** (attached);
5. if pleadings, papers, and documents have been filed in any of the above captioned cases other than the Lead Case prior to the entry of this Order, and those matters have not yet been heard and decided, the party who filed the pleading, paper, or document shall (i) refile that pleading, paper, or document in the Lead Case within 3 business days of the entry of this Order, (ii) set the pleading, paper, or document for hearing before the judge assigned to the Lead Case, and (iii) notice the hearing to all appropriate parties;
6. counsel for Debtors, shall serve a copy of this Order on the United States Trustee, all creditors, persons filing Notices of Appearance, and other parties-in-interest, and shall file a certificate of service with the Clerk of Court after completing service;
7. counsel for Debtors shall file with the Clerk, in the Lead Case, a master service list of all creditors, persons filing Notices of Appearance, and all parties-in-interest in the jointly administered cases, in the form prescribed by Local Bankruptcy Rule 1007-1; and
8. the Clerk shall file a copy of this order in the Lead Case and each of the member cases.

IT IS SO ORDERED.

End of Order # #

SUBMITTED BY:

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Jeffery M. Veteto
Texas Bar No. 24098548
Jay A. Ferguson
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**PROPOSED COUNSEL TO DEBTORS
AND DEBTORS-IN-POSSESSION**

EXHIBIT “A”

IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:	§	CASE NO. <u>20-32633-11</u>
	§	
STUDIO MOVIE GRILL HOLDINGS, LLC, <i>et al.</i> ¹	§	Chapter 11
DEBTOR.	§	Jointly Administered

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Studio Movie Grill Holdings, LLC (6546) ("SMG Holdings"); OHAM Holdings, LLC (0966); Movie Grill Concepts Trademark Holdings, LLC (3096); Movie Grill Concepts I, Ltd. (6645); Movie Grill Concepts III, Ltd. (2793); Movie Grill Concepts IV, Ltd. (1454); Movie Grill Concepts IX, LLC (3736); Movie Grill Concepts VI, Ltd. (6895); Movie Grill Concepts VII, LLC (2291); Movie Grill Concepts X, LLC (6906); Movie Grill Concepts XI, LLC (2837); Movie Grill Concepts XII, LLC (6040); Movie Grill Concepts XIII, LLC (5299); Movie Grill Concepts XIV, LLC (4709); Movie Grill Concepts XIX, LLC (9646); Movie Grill Concepts XL, LLC (4454); Movie Grill Concepts XLI, LLC (4624); Movie Grill Concepts XLII, LLC (2309); Movie Grill Concepts XLIII, LLC (9721); Movie Grill Concepts XLIV, LLC (8783); Movie Grill Concepts XLV, LLC (2570); Movie Grill Concepts XV, LLC (4939); Movie Grill Concepts XVI, LLC (1033); Movie Grill Concepts XVII, LLC (1733); Movie Grill Concepts XVIII, LLC (8322); Movie Grill Concepts XX, LLC (7300); Movie Grill Concepts XXI, LLC (1508); Movie Grill Concepts XXII, LLC (6748); Movie Grill Concepts XXIV, LLC (5114); Movie Grill Concepts XXIX, LLC (5857); Movie Grill Concepts XXV, LLC (4985); Movie Grill Concepts XXVI, LLC (5233); Movie Grill Concepts XXVII, LLC (4427); Movie Grill Concepts XXVIII, LLC (1554); Movie Grill Concepts XXX, LLC (1431); Movie Grill Concepts XXXI, LLC (3223); Movie Grill Concepts XXXII, LLC (0196); Movie Grill Concepts XXXIII, LLC (1505); Movie Grill Concepts XXXIV, LLC (9770); Movie Grill Concepts XXXIX, LLC (3605); Movie Grill Concepts XXXV, LLC (0571); Movie Grill Concepts XXXVI, LLC (6927); Movie Grill Concepts XXXVII, LLC (6401); Movie Grill Concepts XXXVIII, LLC (9657); Movie Grill Concepts XXIII, LLC (7893); Studio Club, LLC (3023); Studio Club IV, LLC (9440); Movie Grill Concepts XI, LLC (2837); Movie Grill Concepts XLI, LLC (4624); Movie Grill Concepts XLVI, LLC (2344); Movie Grill Concepts XLVII, LLC (5866); Movie Grill Concepts XLVIII, LLC (8601); Movie Grill Concepts XLIX, LLC (0537); Movie Grill Concepts L, LLC (5940); Movie Grill Concepts LI, LLC (7754); Movie Grill Concepts LII, LLC (8624); Movie Grill Concepts LIII, LLC (3066); Movie Grill Concepts LIV, LLC (2018); Movie Grill Concepts LV, LLC (4699); Movie Grill Partners 3, LLC (4200); Movie Grill Partners 4, LLC (1363); Movie Grill Partners 6, LLC (3334); and MGC Management I, LLC (3224).